IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re:	§	Chapter 11
	§	
SPHERATURE INVESTMENTS LLC,	§	Case No.:20-42492
et al.	§	
	§	Jointly Administered
Debtors.		

	§	
SPHERATURE INVESTMENTS LLC,	§	
et al. d/b/a WorldVentures Holdings,	§	
LLC[1]	§	
Plaintiffs,	§	
	§	Adversary No. 21-04058
vs.	§	
	§	
Kenneth E. Head,	§	
	§	
Defendant.	§	

DECLARATION OF JUSTIN SPARKS

1.   I, Justin Sparks, hereby declare, under penalty of perjury that the following statements are true and correct and within my personal knowledge. If called as a witness, I would testify as to the matters stated herein. I am over 21-years of age and competent to testify.

2.   I am the Vice President of Business Analytics and Finance at Spherature Investments, LLC d/b/a WorldVentures Holdings, LLC ("WorldVentures"). I have been at WorldVentures Holdings, LLC for approximately six (6) years and have been part of WorldVentures' Business Intelligence ("BI") team ever since. From May 2015 to August 2018, I

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[1] The "**Plaintiffs**" in the above-captioned jointly administered chapter 11 bankruptcy cases ("**Cases**") are: Spherature Investments LLC ("**Spherature**") EIN#5471; Rovia, LLC ("**Rovia**") EIN#7705; WorldVentures Marketing Holdings, LLC ("**WV Marketing Holdings**") EIN#3846; WorldVentures Marketplace, LLC ("**WV Marketplace**") EIN#6264; WorldVentures Marketing, LLC ("**WV Marketing**") EIN#3255; WorldVentures Services, LLC ("**WV Services**") EIN#2220.

served as the Senior Director of Business Analytics at WorldVentures Holdings, LLC. I was promoted to Vice President of Business Analytics and Finance in September 2018.

3.   Prior to joining WorldVentures, I worked in business intelligence and analytics for over ten (10) years. I hold a Bachelor's degree in Business from Texas Tech University. I also hold a Masters of Business Administration from Southern Methodist University.

4.   In my role as Vice President of Business Analytics at WorldVentures, I manage and supervise the WorldVentures' BI team. The WorldVentures' BI team is responsible for analyzing data and delivering actionable information that WorldVentures can use to make strategic and informed business decisions that enable WorldVentures to improve operational efficiency and gain competitive advantages.

5.   By virtue of my duties and responsibilities as the Vice President of Business Analytics and Finance of WorldVentures, I am familiar with and have personal knowledge of the record keeping policies and practices of WorldVentures, and I am a custodian of such records.

6.   Plaintiffs' Exhibits 5-6, 24, and 32 are 13 pages of records from WorldVentures.

Plaintiffs' Exhibit 5	April 2019 Monthly BI Report [WV_0023347-23355]
Plaintiffs' Exhibit 6	Klipfolio Report [WV_0023320]
Plaintiffs' Exhibit 24	SSRS Report [WV_0027522]
Plaintiffs' Exhibit 32	WorldVentures Global Sales [WV_0023437-23437_001]

The 13 pages of documents, marked as Plaintiffs Exhibits 5-6, 24, and 32 are originals or exact duplicates of the original records of WorldVentures. It was the regular practice of WorldVentures to make this type of record at or near the time of each act, event, condition, or opinion set forth in the record. The records were made by, or from information transmitted by, persons with knowledge

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of the matters set forth therein. It was the regular practice of WorldVentures to keep this type of record in the course of regularly conducted business activity. It was the regular practice of the business activity to make the records.

7.   WorldVentures utilizes different BI technologies and tools to provide actionable information, including ad-hoc specialty requests, Power BI, SQL Server Reporting Services ("SSRS"), and Klipfolio. The Exigo platform is the primary system for managing data and information concerning WorldVentures' customers, members, and sales representatives, including commissions, payment information, subscriptions, genealogies (i.e., downline sales network), membership orders, and other key attributes. The underlying data in Exigo is constantly changing. Exigo is the key data source from which WorldVentures' Power BI, SSRS, and Klipfolio tools pull information and generate reports. Mr. Head had access to Exigo.

8.   In or around October 2019, WorldVentures' BI team introduced and deployed the Power BI platform for use by WorldVentures' employees. Power BI is an interactive and exploratory dashboard with visualizations and business intelligence capabilities, and allows employees to extract data in excel or PDF format. The underlying data that exists in WorldVentures' Power BI tool is in constant flux, and can be queried and reported on in a large number of permutations. Power BI allows WorldVentures' employees to generate customized reports based on a variety of dimensions and attributes, including, date range, country (i.e., member and travel destination country), region, customer category, membership status, title rank, travel booking status, and payment type.

9.   The WorldVentures' Power BI reports reflect a snapshot of near real-time data and analysis concerning WorldVentures sales representatives, members, and customers. Specifically, the WorldVentures' Power BI reports can provide near real-time actionable intelligence on, among

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other things, customer growth/decline, active/inactive customers, DreamTrips™ travel data and metrics, Online Travel Agency ("OTA") data and metrics, customer sales, representative commissions, location of customers, and customer signups/drops. The data and analysis in Power BI provides actionable intelligence to understand key variables in WorldVentures' business, including travel bookings, membership sales, and commissions. The underlying data in the WorldVentures' Power BI tool is confidential to WorldVentures. Indeed, all Power BI reports contain the following confidentiality notice: "Confidential: The content and material in this reporting tool is confidential information and should not be distributed beyond WorldVentures Holding LLC employees."

10. Only WorldVentures' authorized employees can access the Power BI tool. WorldVentures implements multi-factor authentication and security measures (e.g., login and password requirements) designed to restrict unauthorized access, use, and disclosure of the data in the WorldVentures' Power BI tool. Former President and Chief Strategy Officer of WorldVentures, Eddie Head, was an active authorized user of WorldVentures' Power BI tool. In 2019 and 2020, Mr. Head was among the top users of Power BI. Mr. Head utilized and accessed the various Power BI reports. Plaintiffs' Exhibit 5 is an example of a Power BI report containing the types of confidential information to which Mr. Head had access.

11. The WorldVentures SSRS tool allows authorized WorldVentures' employees to generate formatted and structured near real-time reports on a number of variables and parameters in table format with graphs, images, and charts, which allows employees to extract data in excel or PDF format. The underlying data in the WorldVentures' SSRS reports is based on near real-time data and information. The WorldVentures' SSRS reports provide valuable insights into WorldVentures' operations and performance, including actionable intelligence on, among others,

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active customers by geolocation, chargeback customers, membership signups, and title ranks of active representatives. Plaintiffs' Exhibit 32 is an example of a list of SSRS reports to which Mr. Head had access.

12.   In 2019 and 2020, the WorldVentures' BI team generated numerous SSRS reports on Mr. Head's behalf. For example, in July 2019, the WorldVentures' BI team deployed the International Marketing Director (IMD) Open Line SSRS report designed to help Mr. Head understand how the IMD leaders' organizations were performing across (20) different metrics and dimensions, including total amount of customers in the IMD's organization, chargebacks, active membership percentage and membership level distribution. Further, Mr. Head had access to over 750 WorldVentures' SSRS reports, including, WorldVentures' SSRS travel specific reports on DreamTrips™ (i.e., travel packages/orders, customer and member information, and rewards). The WorldVentures' SSRS travel specific reports provide valuable insights for WorldVentures' travel membership service.

13.   The underlying data in the WorldVentures' SSRS tool is confidential to WorldVentures, as are the reports themselves. Indeed, WorldVentures' SSRS reports contain the following confidentiality notice: "Confidential: The content and material in this reporting tool is confidential information and should not be distributed beyond WorldVentures Holding LLC employees." Only authorized WorldVentures' employees can access the WorldVentures' SSRS tool. WorldVentures has implemented multi-factor authentication and security measures (e.g., password and login requirements) designed to restrict unauthorized access, use, and disclosure of the data in the SSRS tool. Plaintiffs' Exhibit 24 is an example of a SSRS report containing the types of confidential information to which Mr. Head had access.

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14.   In or around September 2018, the WorldVentures' BI team deployed Klipfolio for use by only a limited number of WorldVentures' employees. There were less than twenty (20) WorldVentures' employees that had access to Klipfolio. Mr. Head was one of them. Mr. Head accessed WorldVentures' Klipfolio tool. Klipfolio is near real time KPI/sales dashboard that is only set up to report on recent activity that WorldVentures uses to track key performance indicators and metrics relevant to its business operations. The WorldVentures Klipfolio tool is updated every sixty (60) seconds to bring in new data and information, which enables the small group of WorldVentures' employees authorized to use the tool to monitor current sales performance of the company. Specifically, the WorldVentures' Klipfolio tool can provide near real-time data and analysis (by the hour, day, region, country, and product) regarding customer sales, signups, adds, membership upgrades, paid active customers, reactivations, and net drops. The reports and the underlying data in WorldVentures' Klipfolio tool is confidential to WorldVentures. Indeed, WorldVentures' Klipfolio contains the following confidentiality notice: "Confidential: The content and material in this reporting tool is confidential information and should not be distributed beyond WorldVentures Holding LLC employees." WorldVentures has authentication and access controls designed to restrict unauthorized access to WorldVentures' Klipfolio tool, including password and login requirements. Plaintiffs' Exhibit 6 is an example of a Klipfolio report containing the types of confidential information to which Mr. Head had access.

15.   I declare under penalty of perjury under the laws of the United States of America, including 28 U.S.C. § 1746, that the foregoing is true and correct.

Executed in Collin County on March 24, 2021

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